

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS**

ERIC FORSYTHE, Individually And On Behalf Of	)	
All Others Similarly Situated,	)	
	)	Civil Action No. 04cv10584 (GAO)
Plaintiff,	)	
	)	<b>Consolidated Cases Nos.:</b>
vs.	)	
	)	04cv10764 (GAO)
SUN LIFE FINANCIAL INC., et al.,	)	04cv11019 (GAO)
	)	
Defendants.	)	
	)	

**[PROPOSED] ORDER GRANTING PLAINTIFFS’  
MOTION FOR CLASS CERTIFICATION**

This matter has been submitted to the Court on Plaintiffs’ motion for class certification pursuant to Rules 23(a) and 23(b)(3) of the Federal Rules of Civil Procedure.

The Court, having read and considered all the papers filed in support of and in opposition to the Motion, and upon the record herein, finds as follows:

1. The members of the Class (defined herein) are so numerous that joinder of all members is impracticable;
2. There are questions of law and fact common to all of the members of the Class;
3. The claims of the Plaintiffs are typical of the claims of the other members of the Class;
4. The questions of law and fact common to the members of the Class predominate over any questions affecting only individual members of the Class and a class action is superior to any other available method for the fair and efficient adjudication of this controversy; and
5. Plaintiffs and their counsel will fairly and adequately protect the interests of the Class.

**IT IS HEREBY ORDERED THAT:**

Plaintiffs' motion for class certification is hereby granted. This action is hereby certified and shall be maintained as a class action. The Class shall be defined as Plaintiffs and all persons or entities who held one or more shares or like interests in any of the Massachusetts Financial Services ("MFS") Funds between March 24, 1999 and November 17, 2003, inclusive, and who were damaged thereby (excluding from the Class are the Defendants, members of their immediate families and their legal representatives, heirs, successors, or assigns and any entity in which Defendants have or had a controlling interest). Plaintiffs are hereby certified as the class representatives, and Proposed Co-Lead Counsel Milberg Weiss Bershad & Schulman LLP, Bernstein Litowitz Berger & Grossman LLP, and Weiss & Lurie, and Proposed Liaison Counsel Moulton & Gans, P.C., are designated as class counsel pursuant to Fed. R. Civ. P. 23(g).

Dated: \_\_\_\_\_, 2005.

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Honorable George A. O'Toole Jr.  
United States District Judge